

ISSUE

5

LIFE LESSONS

ULTIMATE SPIDER-MAN



MARVEL[®]



70 YEARS OF MARVEL COMICS

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THE OSBORN MANSION.
HARRY OSBORN'S BEDROOM.



HARRYYYY!



**WHAT
THE --?!**

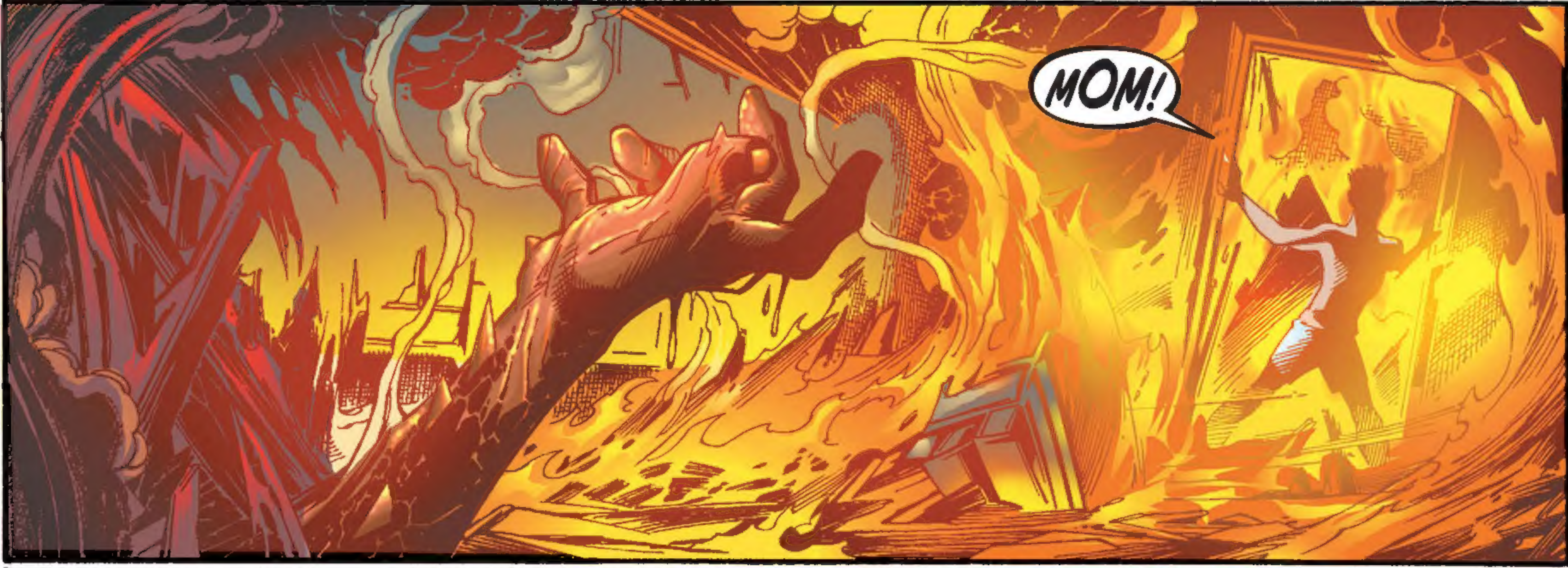


MOM!

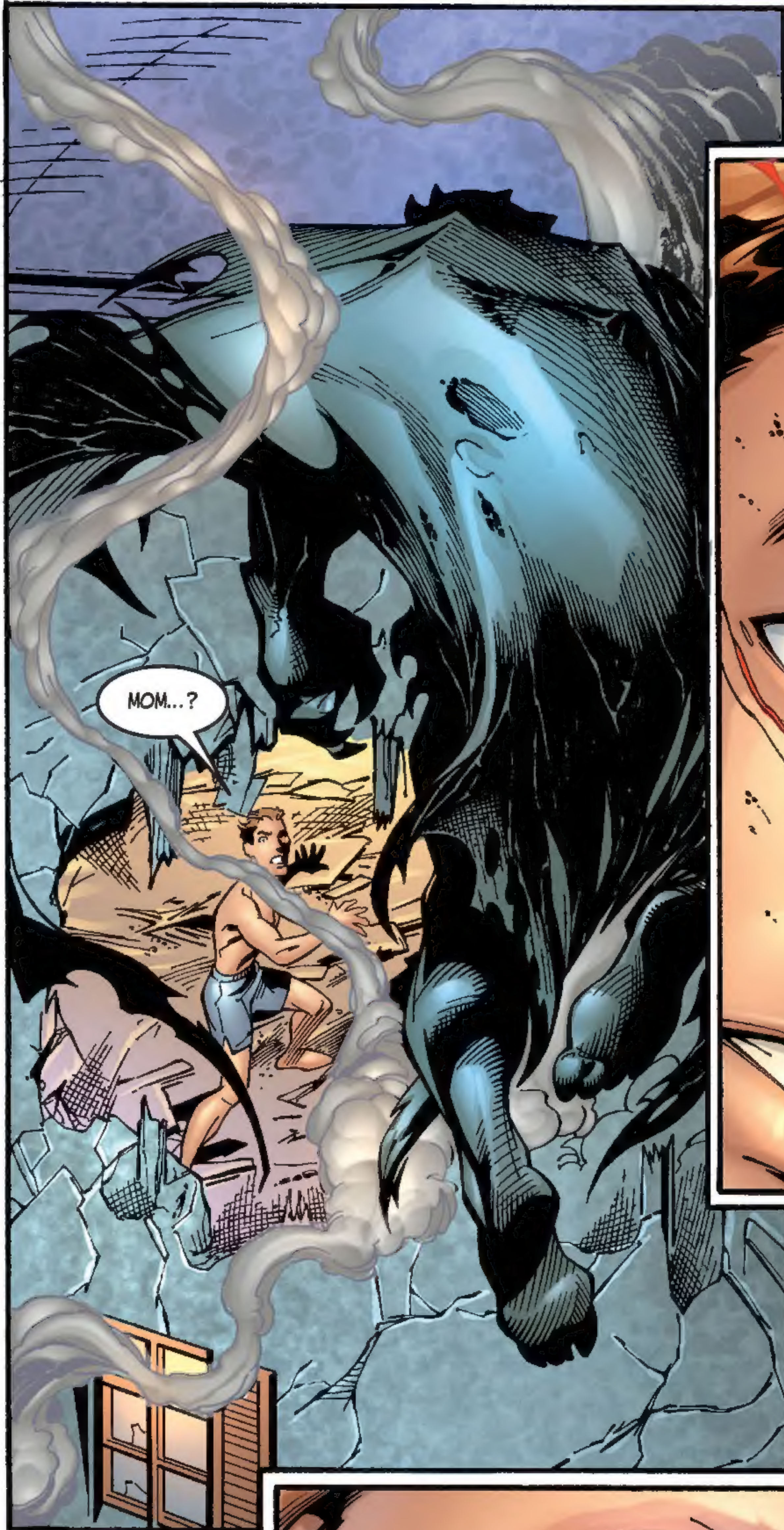


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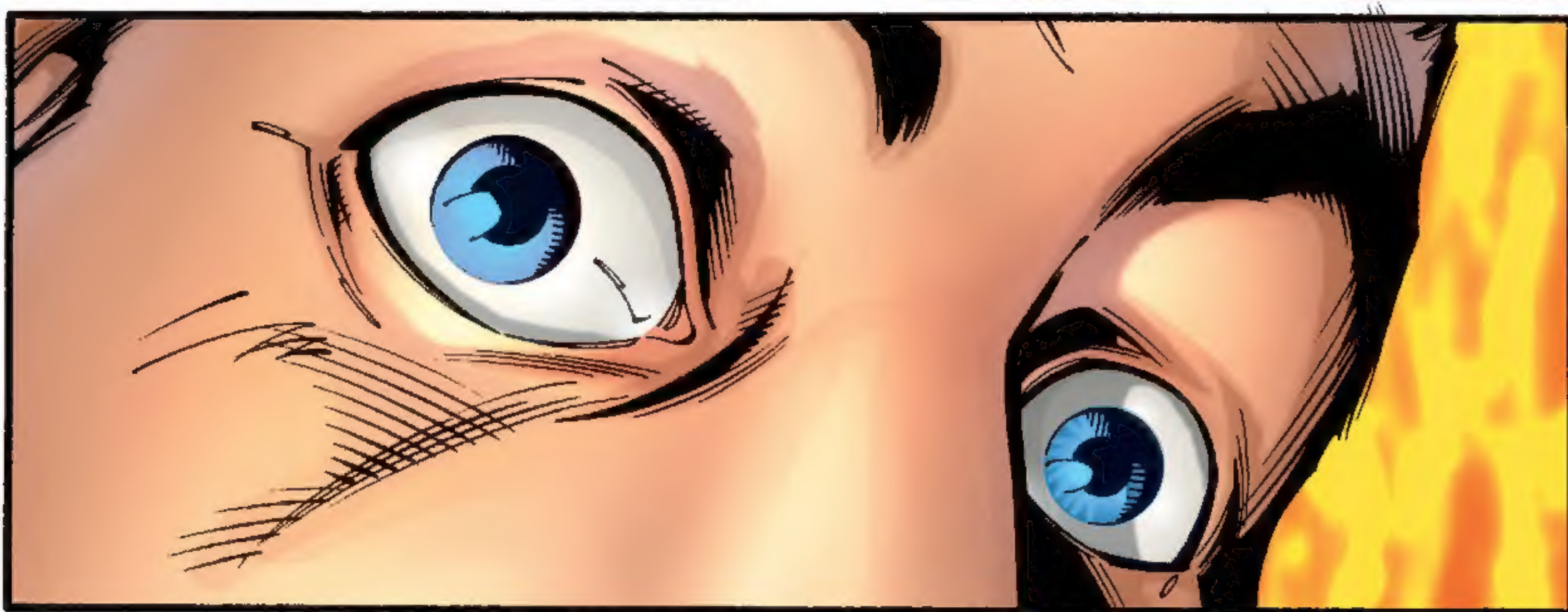
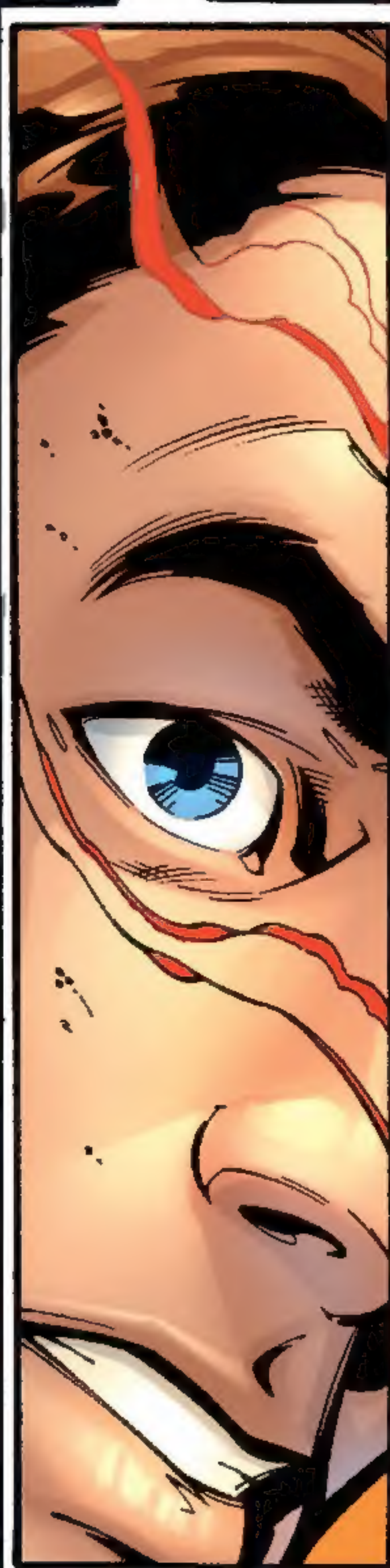


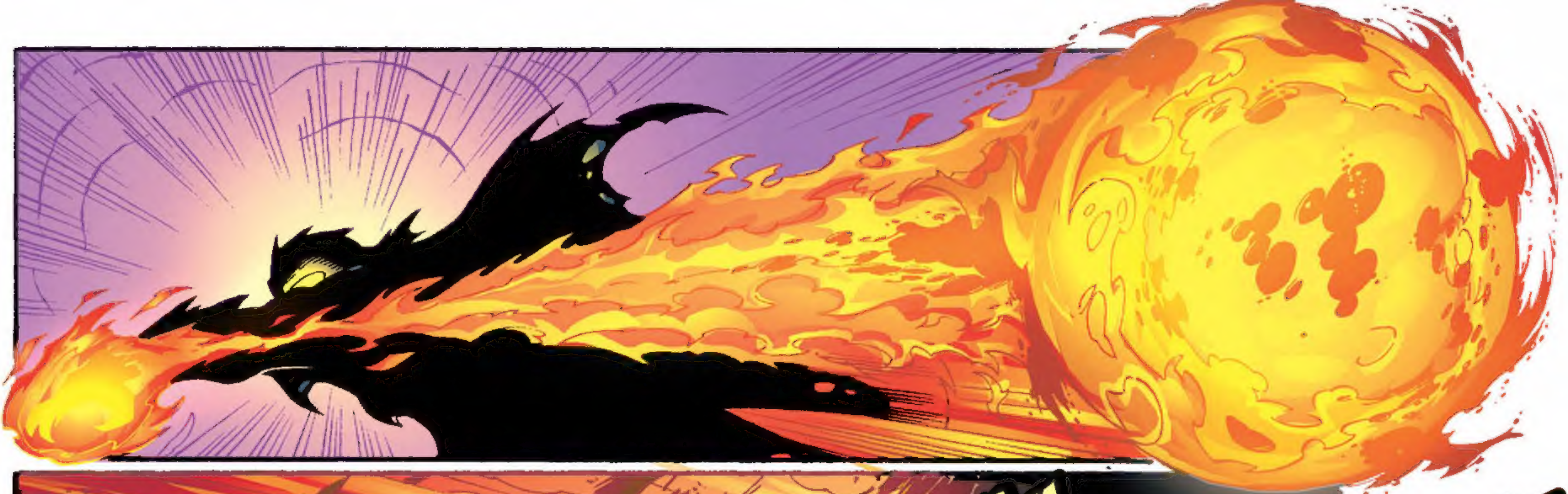


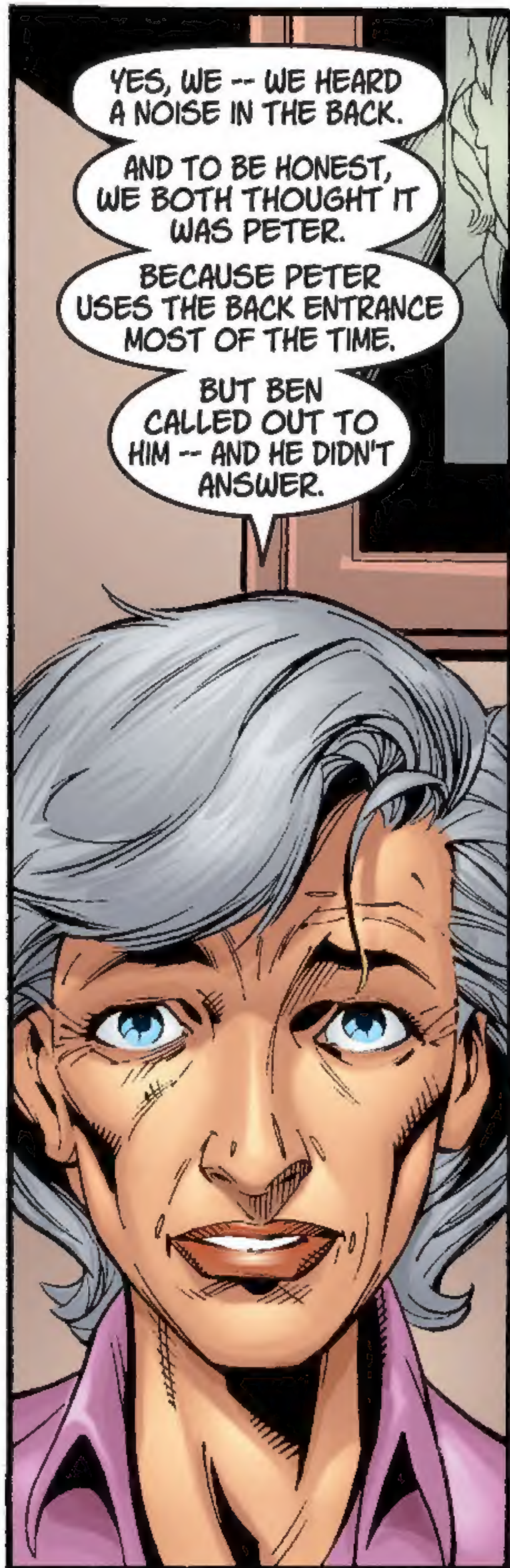
MOM!



MOM...?





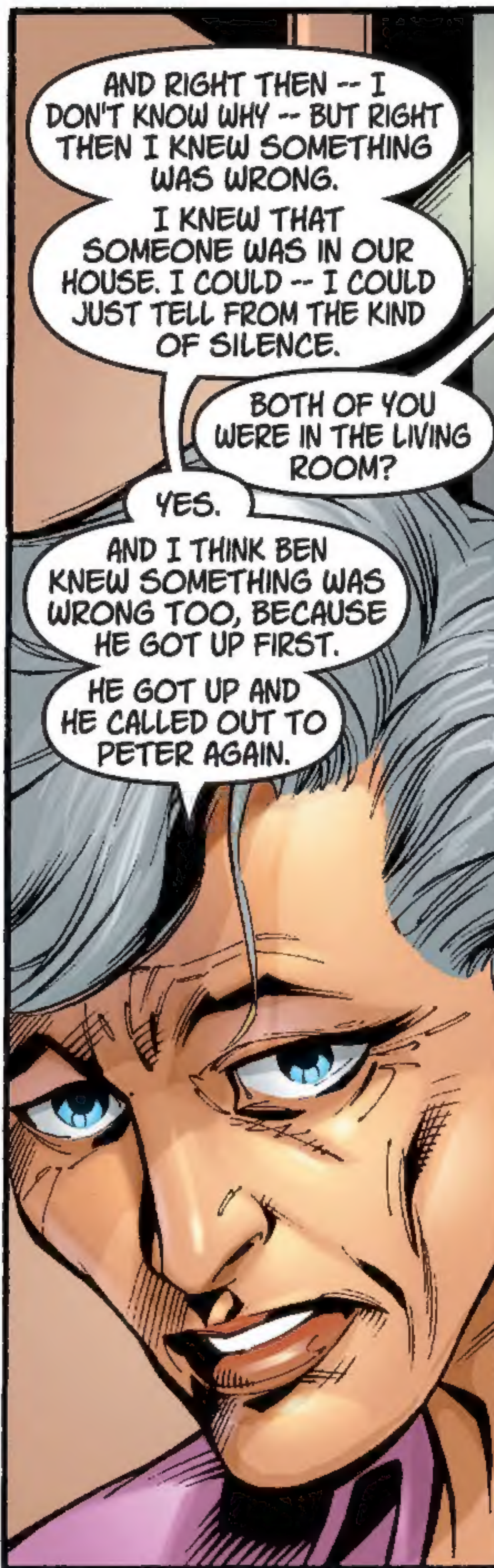
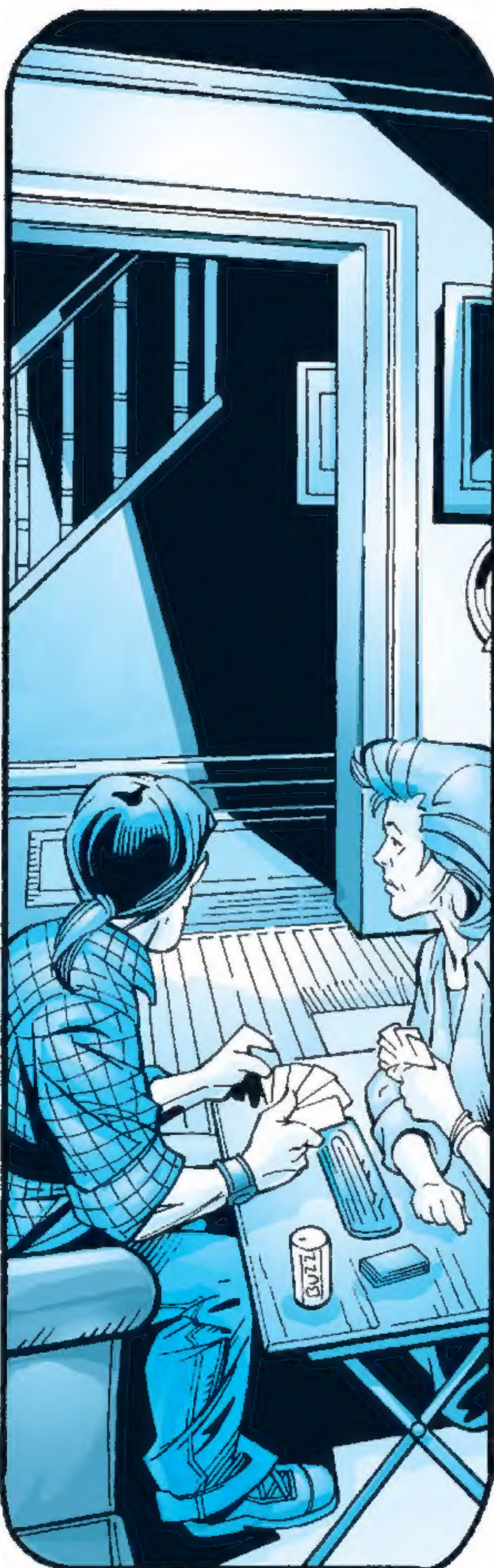


YES, WE -- WE HEARD A NOISE IN THE BACK.

AND TO BE HONEST, WE BOTH THOUGHT IT WAS PETER.

BECAUSE PETER USES THE BACK ENTRANCE MOST OF THE TIME.

BUT BEN CALLED OUT TO HIM -- AND HE DIDN'T ANSWER.



AND RIGHT THEN -- I DON'T KNOW WHY -- BUT RIGHT THEN I KNEW SOMETHING WAS WRONG.

I KNEW THAT SOMEONE WAS IN OUR HOUSE. I COULD -- I COULD JUST TELL FROM THE KIND OF SILENCE.

BOTH OF YOU WERE IN THE LIVING ROOM?

YES.

AND I THINK BEN KNEW SOMETHING WAS WRONG TOO, BECAUSE HE GOT UP FIRST.

HE GOT UP AND HE CALLED OUT TO PETER AGAIN.



THERE WAS NOTHING FOR A SECOND -- THEN WE HEARD A PAN DROP.

BEN LOOKED AT ME AND SAID HE THOUGHT A SQUIRREL GOT IN THE HOUSE.

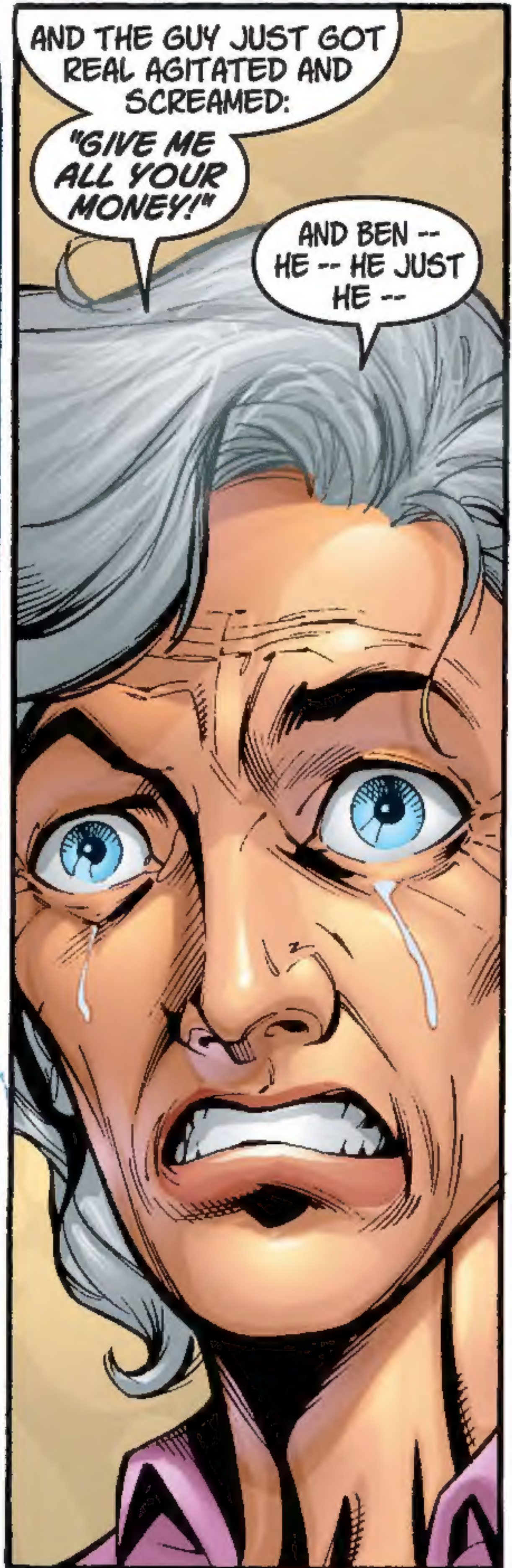
AND I SAID I NEVER HEARD OF THAT HAPPENING IN QUEENS.

THEN I LOOKED IN THE DOORWAY OF THE KITCHEN -- AND THERE HE WAS.



"HE -- HE WAS STANDING THERE IN THE DOORWAY -- HE WAS SHAKING -- AND HE ASKED US WHERE WE KEPT OUR MONEY.

"BEN TOLD HIM WE DIDN'T HAVE ANY. AND WE DIDN'T. NOTHING."



AND THE GUY JUST GOT REAL AGITATED AND SCREAMED:

"GIVE ME ALL YOUR MONEY!"

AND BEN -- HE -- HE JUST HE --



"I GUESS IT WAS JUST THE TENSION OF THE SITUATION -- THE RIDICULOUSNESS -- I DON'T KNOW -- THE WAY THINGS HAVE BEEN GOING LATELY.

"BUT -- BEN HE -- HE KIND OF CHUCKLED AND SAID: YOU PROBABLY HAVE MORE MONEY THAN WE DO."



AND THE -- THE CHUCKLE KIND OF --

-- I DON'T KNOW --

-- IT REALLY MADE HIM MAD.

WHAT HAPPENED NEXT, MA'AM?

AND THAT WAS IT.

HE JUST RAN OUT THE WAY HE CAME AND --

OH, NO.





"THE KID'S JUST
GOT TO FIND A WAY
TO LET IT OUT."



LIFE LESSONS

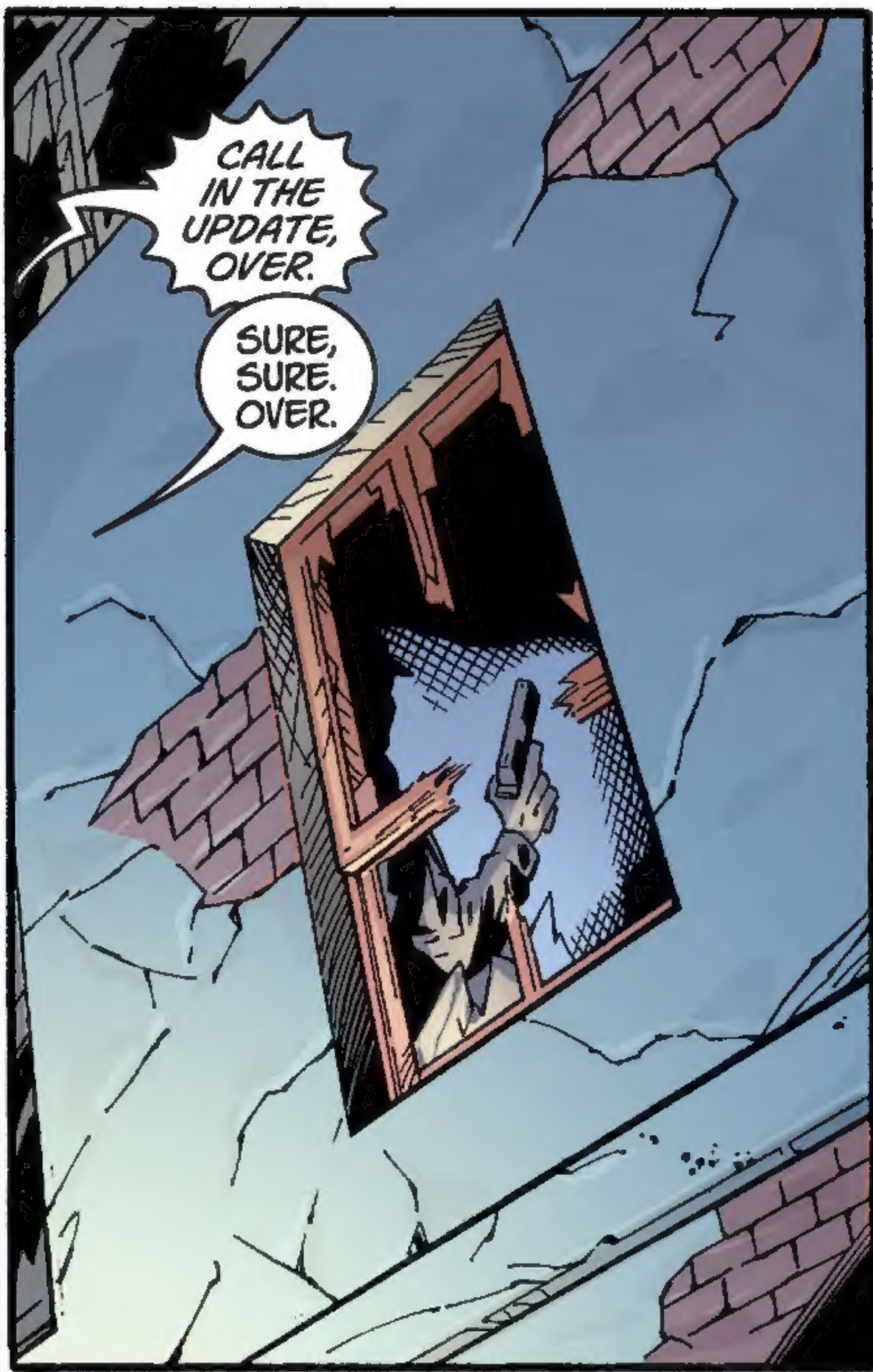


WE'RE NOT GOING TO WAIT HERE ALL NIGHT, PAL!

BE SMART AND CO-OPERATE!

OFFICERS AT 412, BACK-UP IS ON THE WAY.

THAT'S GOOD NEWS, DISPATCH. I WOULD LIKE TO FINISH MY DINNER.



CALL IN THE UPDATE, OVER.

SURE, SURE. OVER.



PIGS ARE EVERYWHERE...



THE ONLY WAY OUT IS THROUGH THE FRONT DOOR!

IF WE HAVE TO CHARGE IN THERE, IT AIN'T GOING TO BE PRETTY.

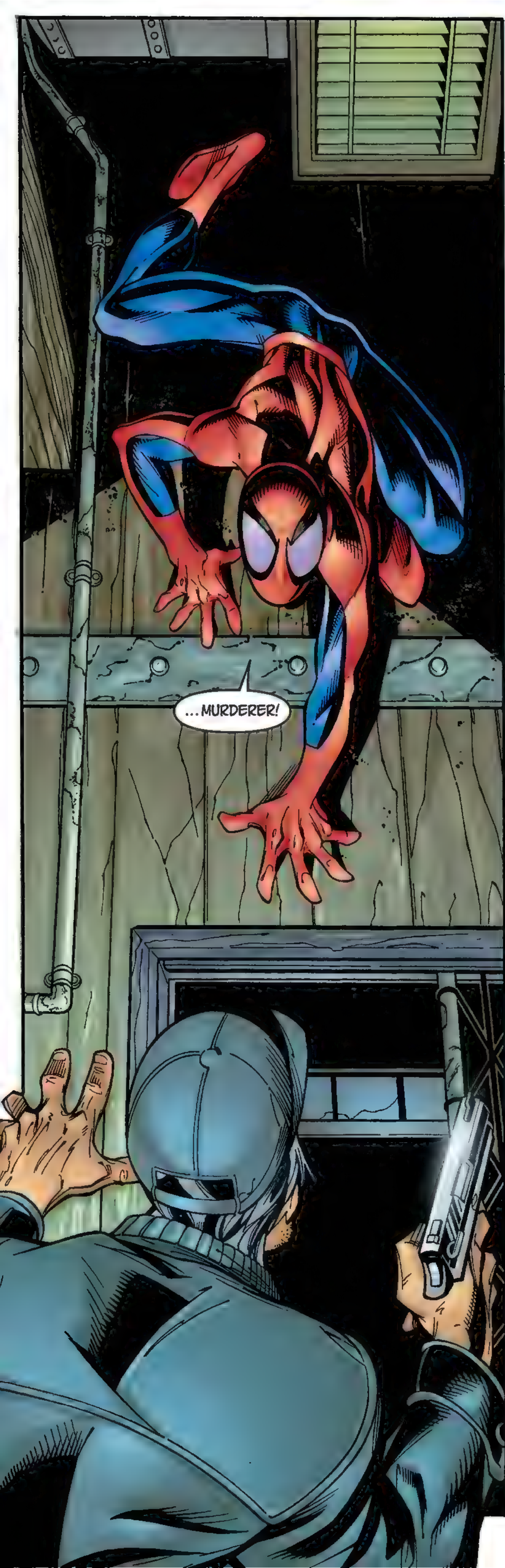
TAKE YOU WITH ME IF I HAVE TO, PIECES OF GARBAGE.

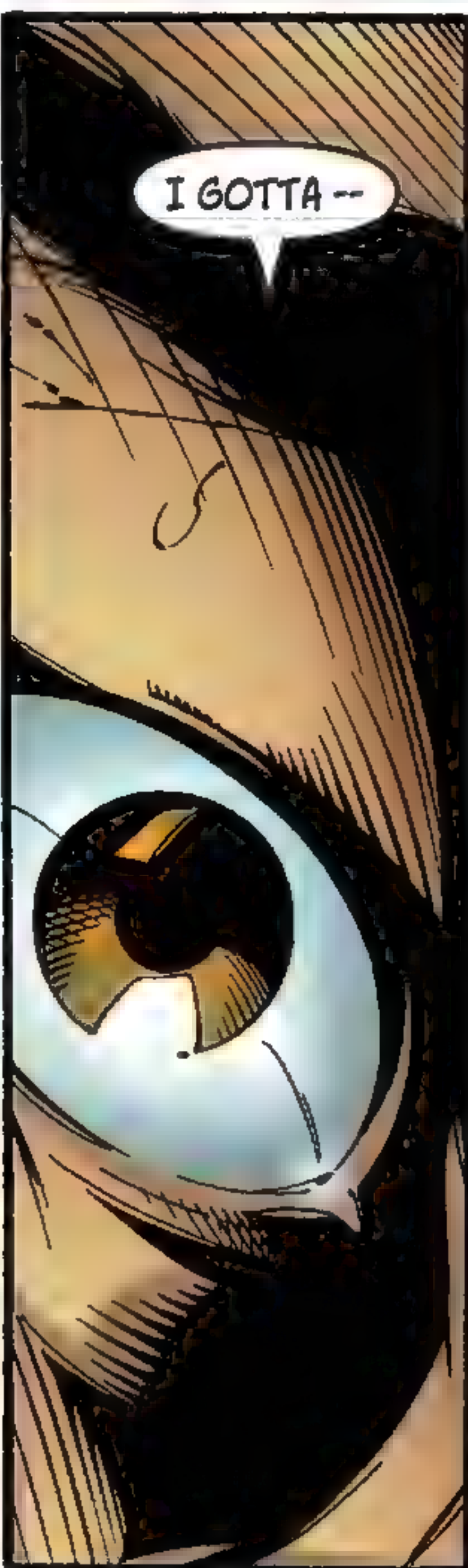
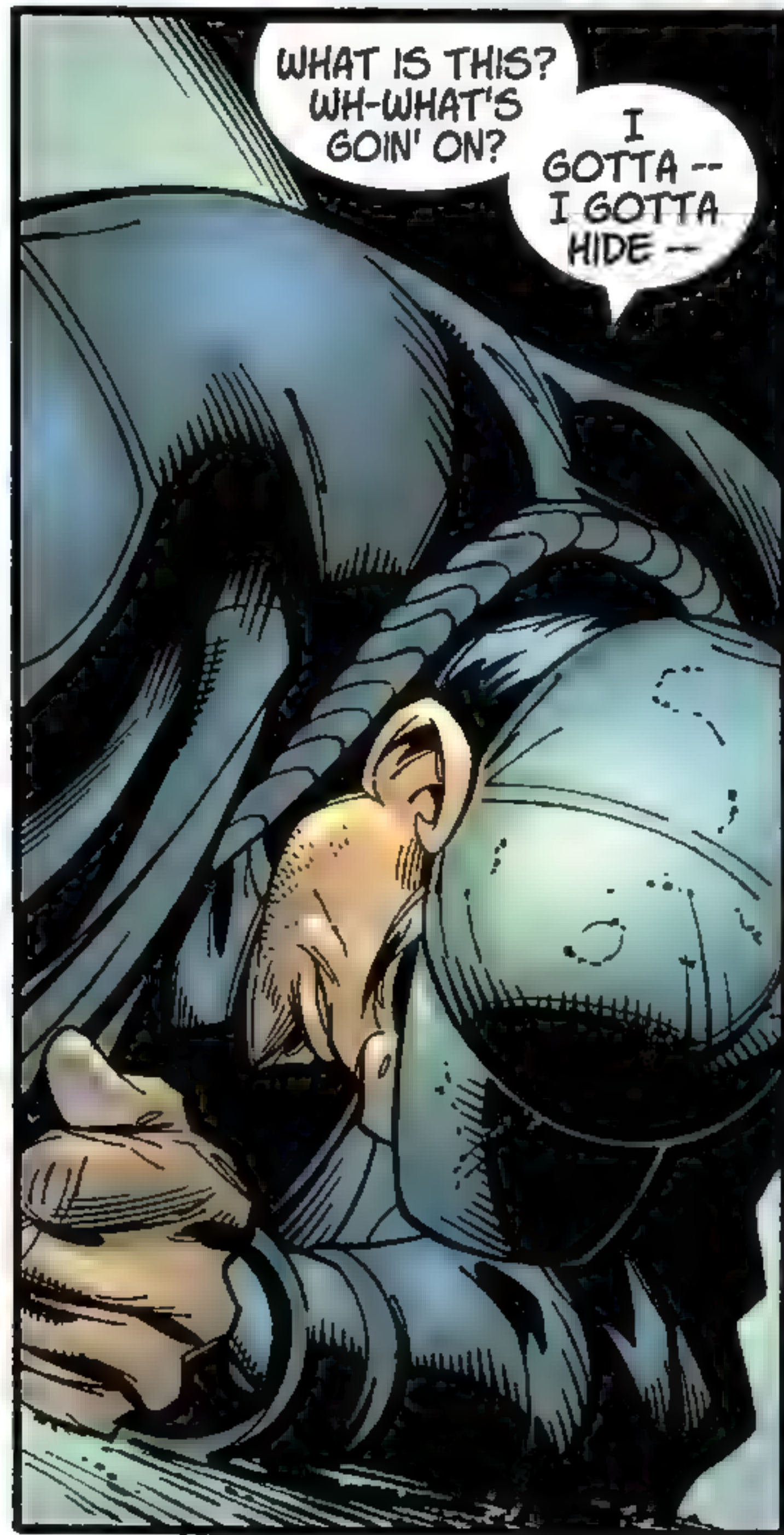
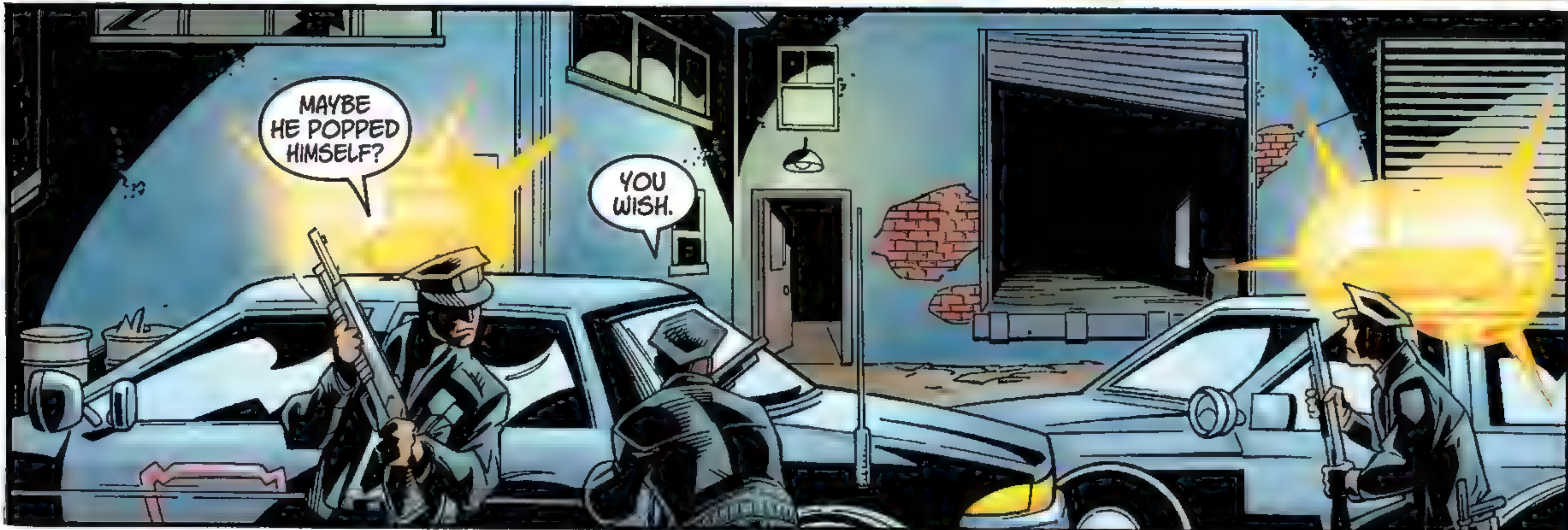


GONNA GET OUTTA HERE ONE WAY OR ANOTHER.

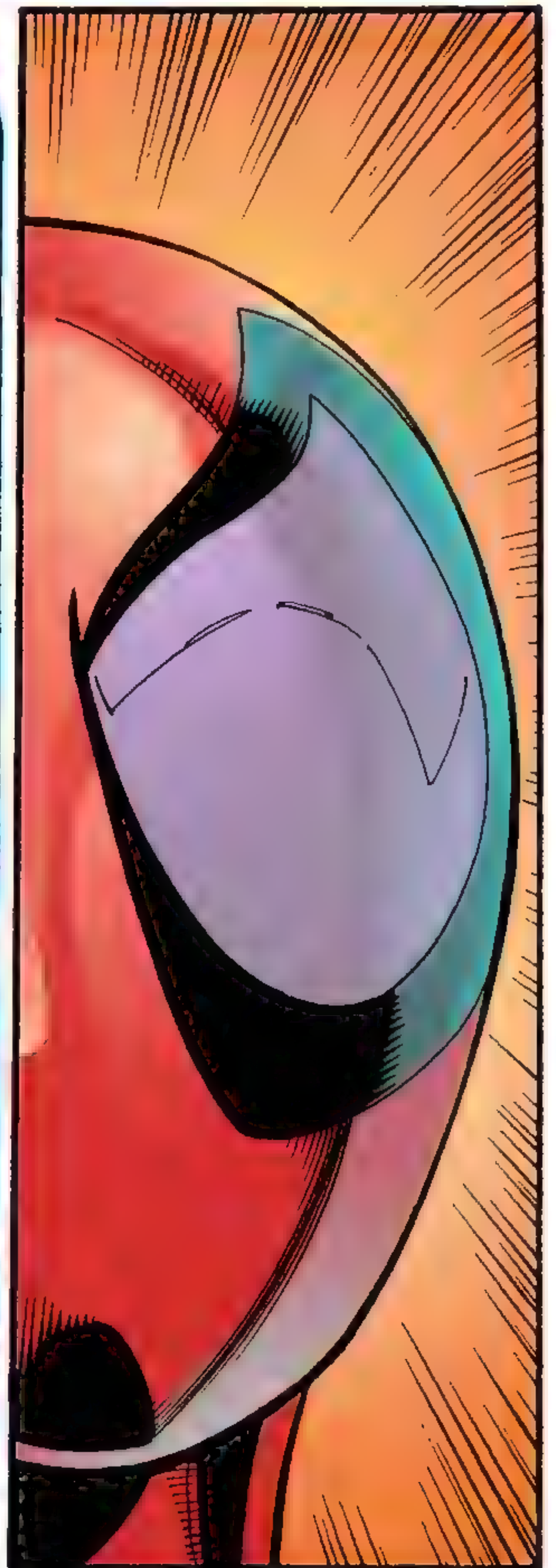
THAT'S EXACTLY WHAT I WAS HOPING TO HEAR...

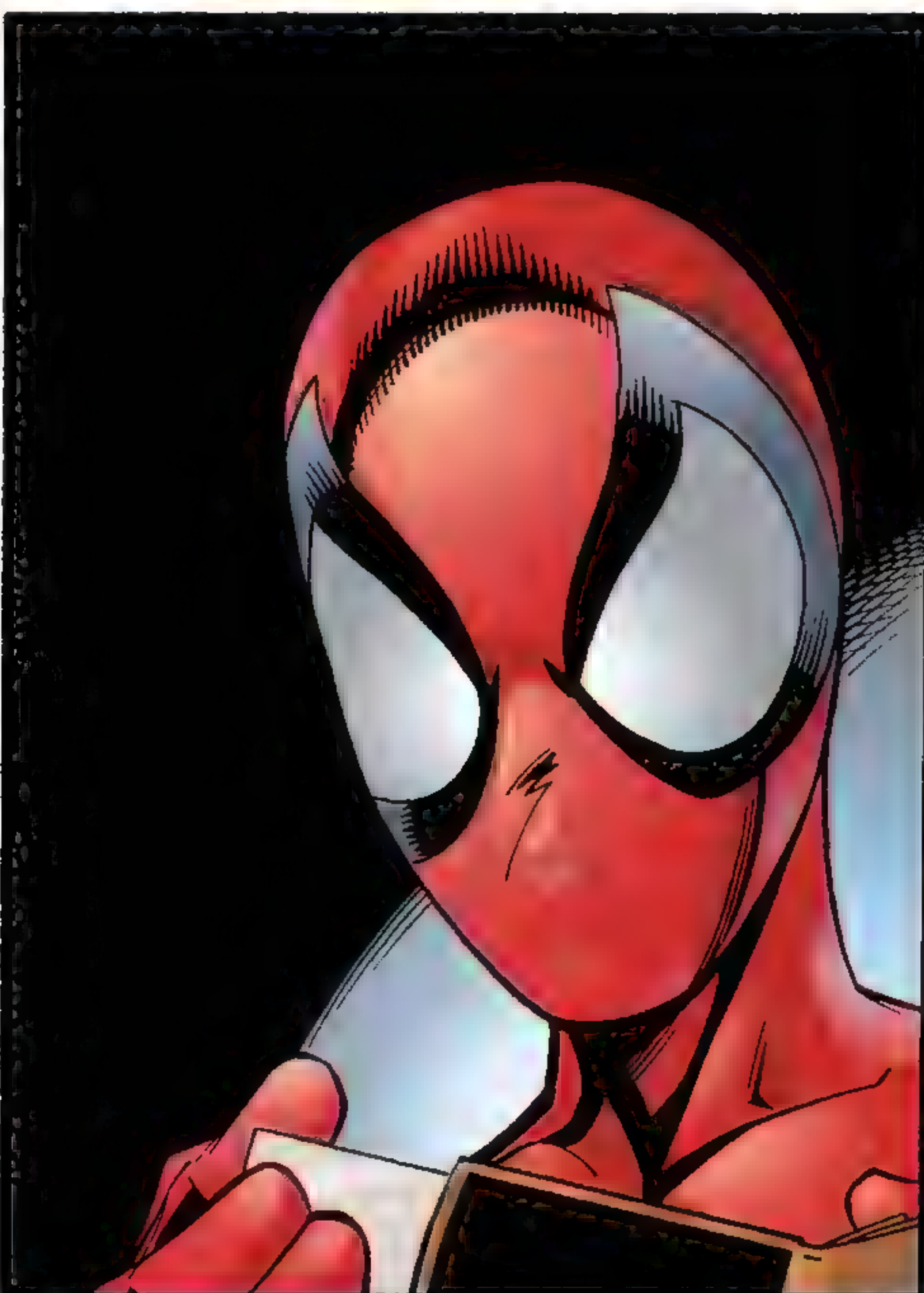


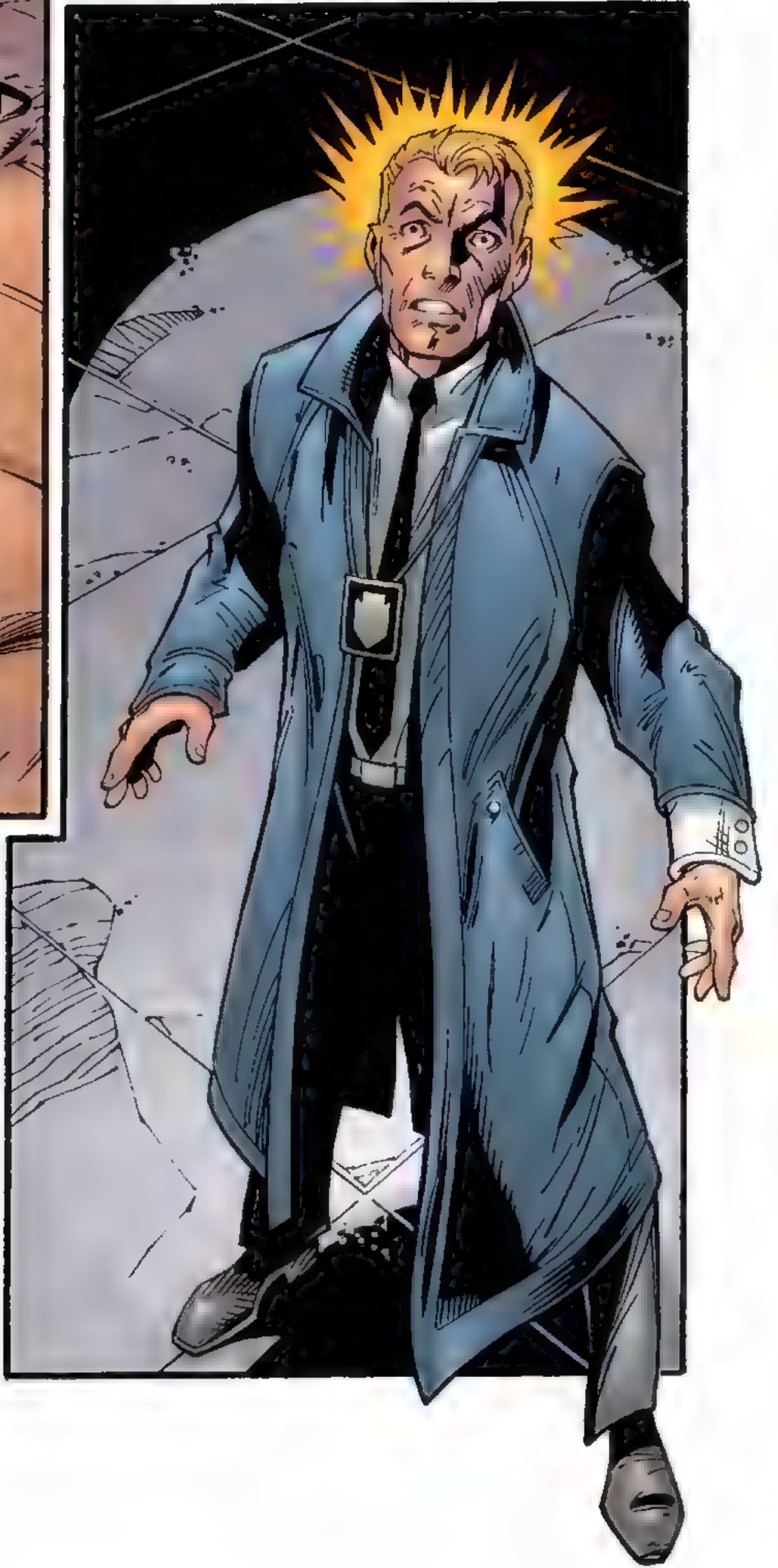
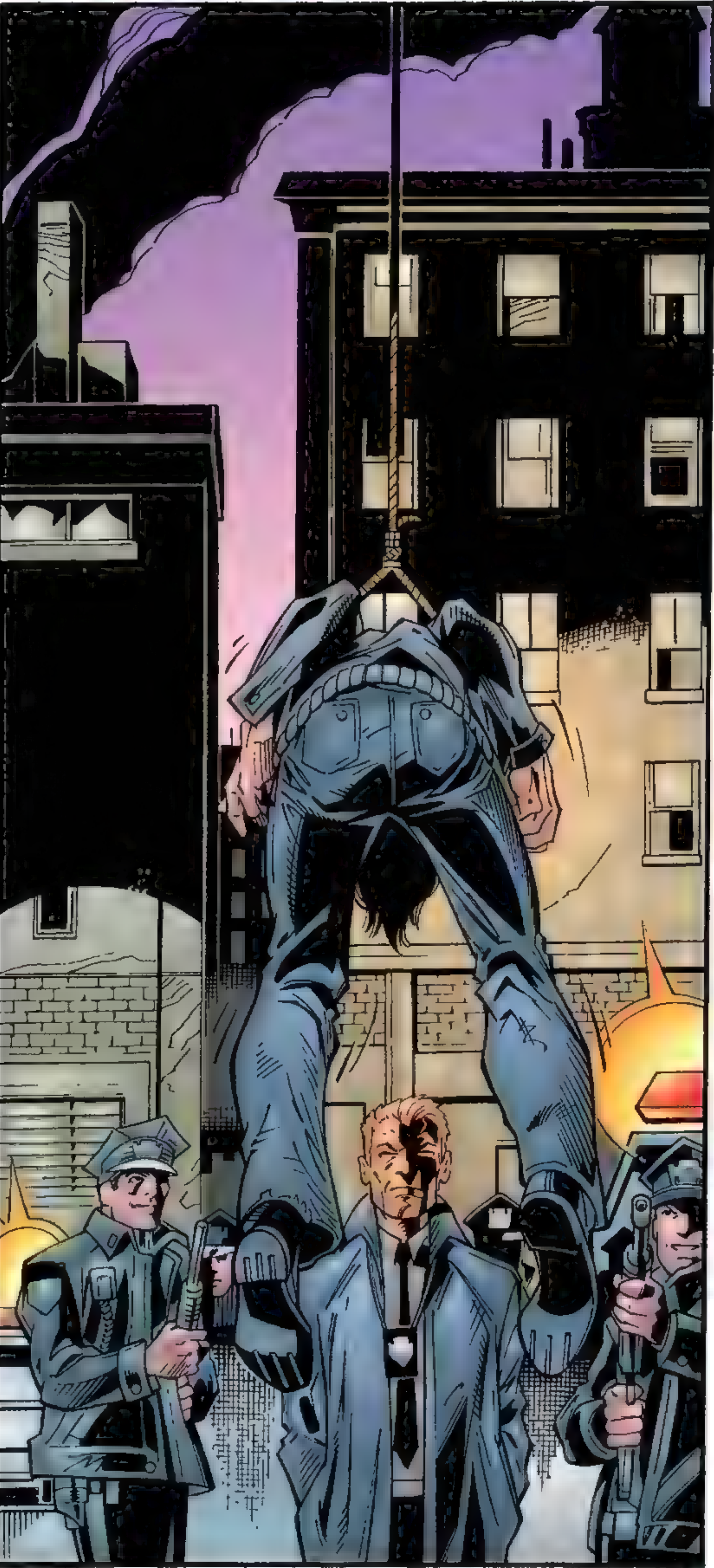
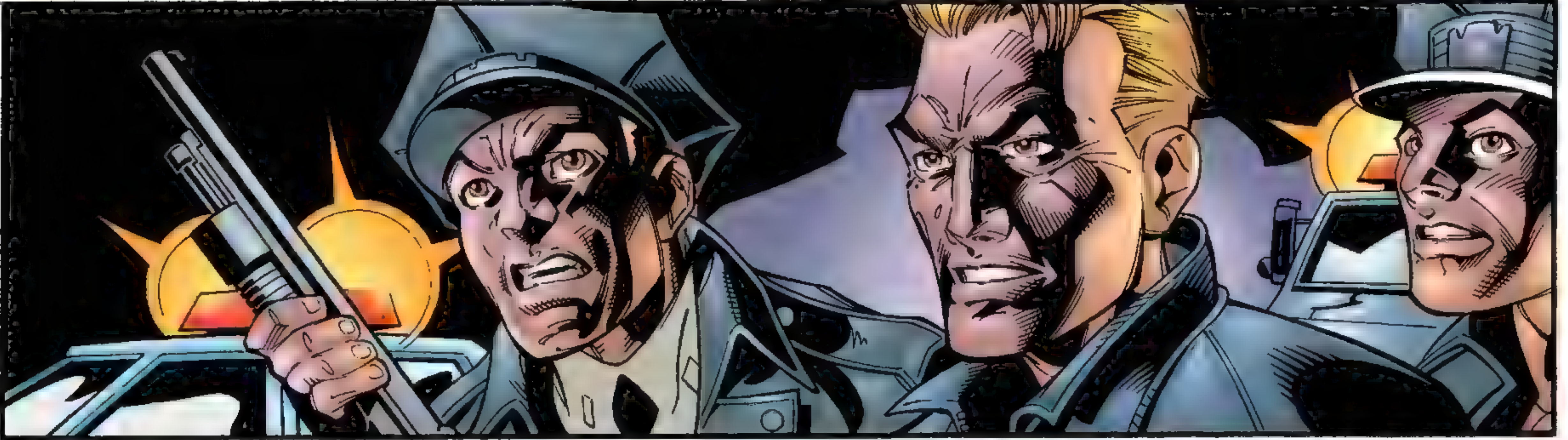


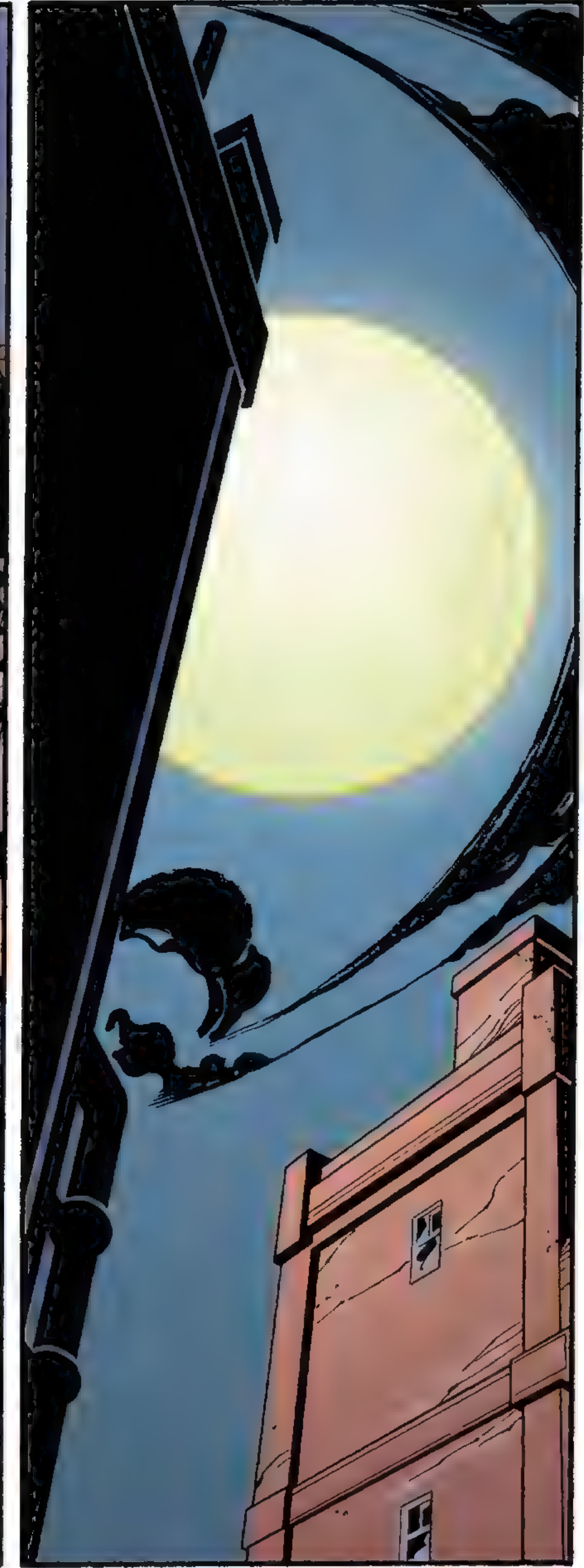
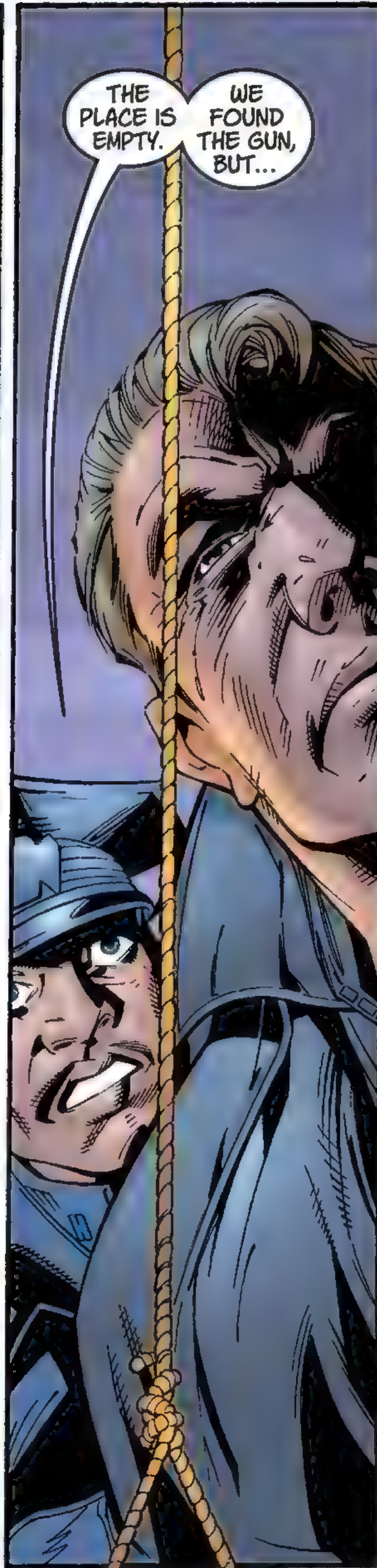


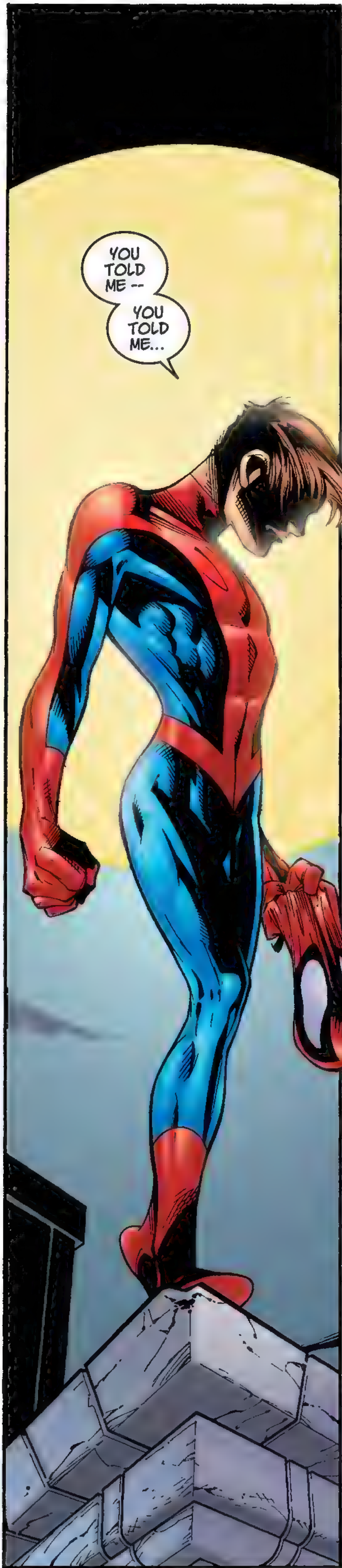












YOU TOLD ME --
YOU TOLD ME...

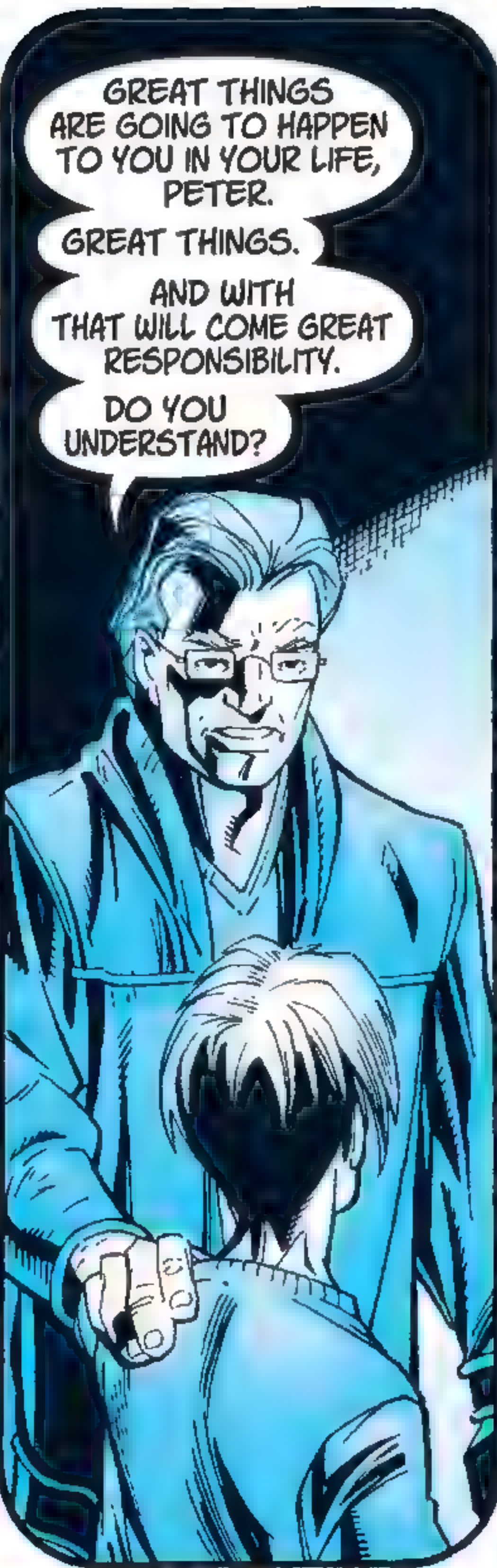


YOUR FATHER --
HE BELIEVED THAT IF THERE
WERE THINGS IN THIS WORLD
THAT YOU HAD TO OFFER THAT
YOU DID WELL --
-- BETTER THAN
ANYONE ELSE --
-- THINGS THAT YOU
COULD DO THAT HELPED
PEOPLE OR MADE PEOPLE
FEEL BETTER ABOUT
THEMSELVES...

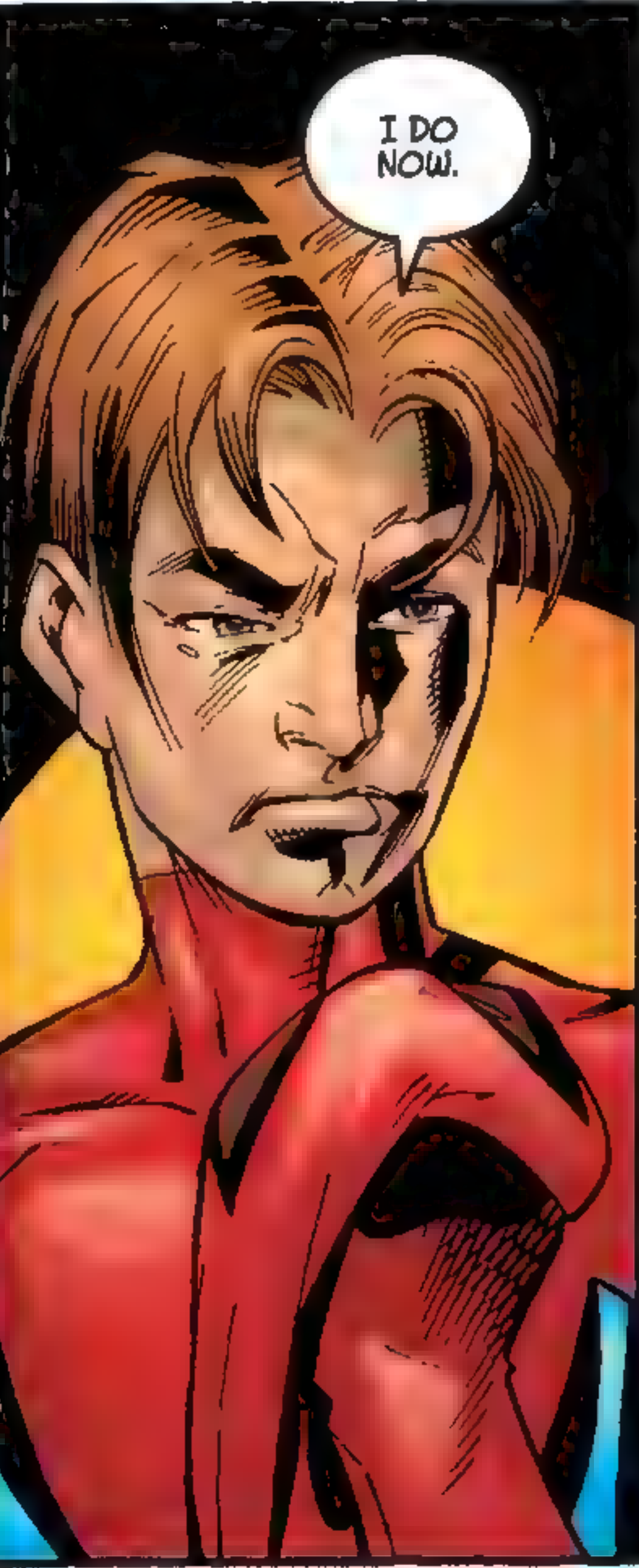
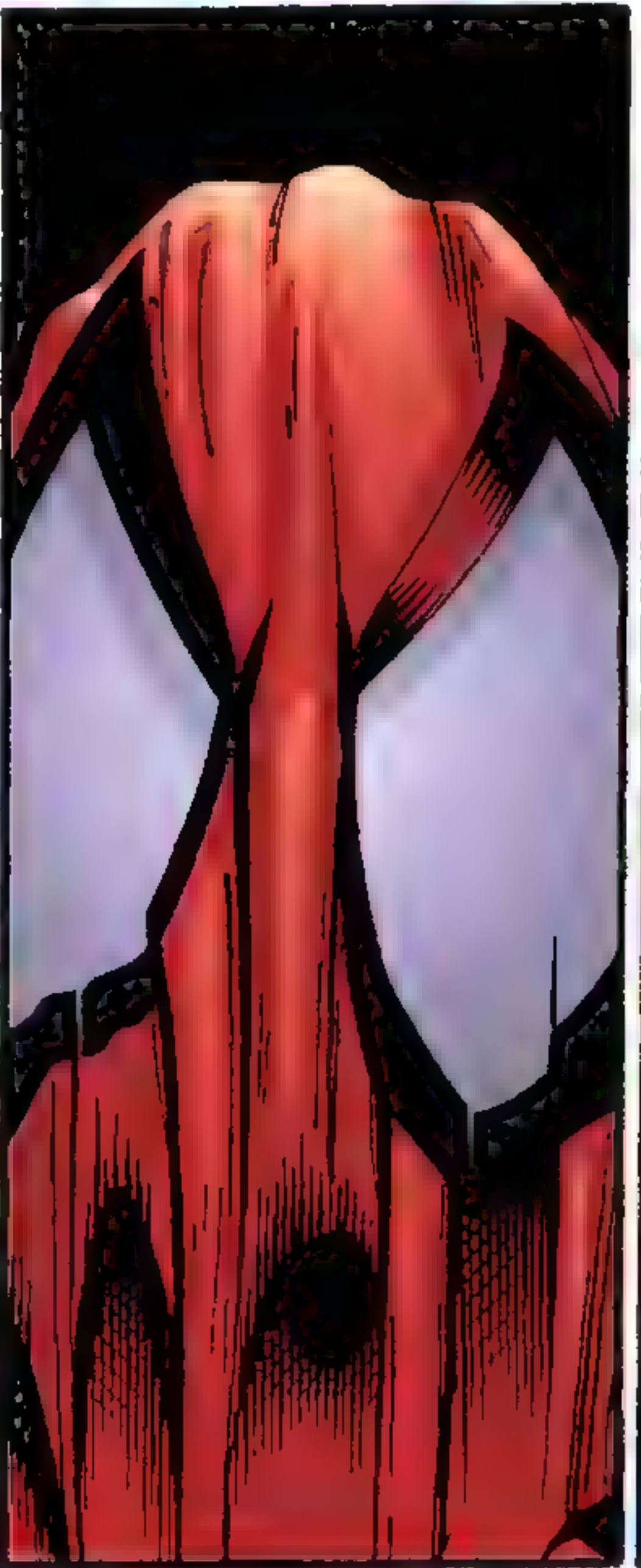
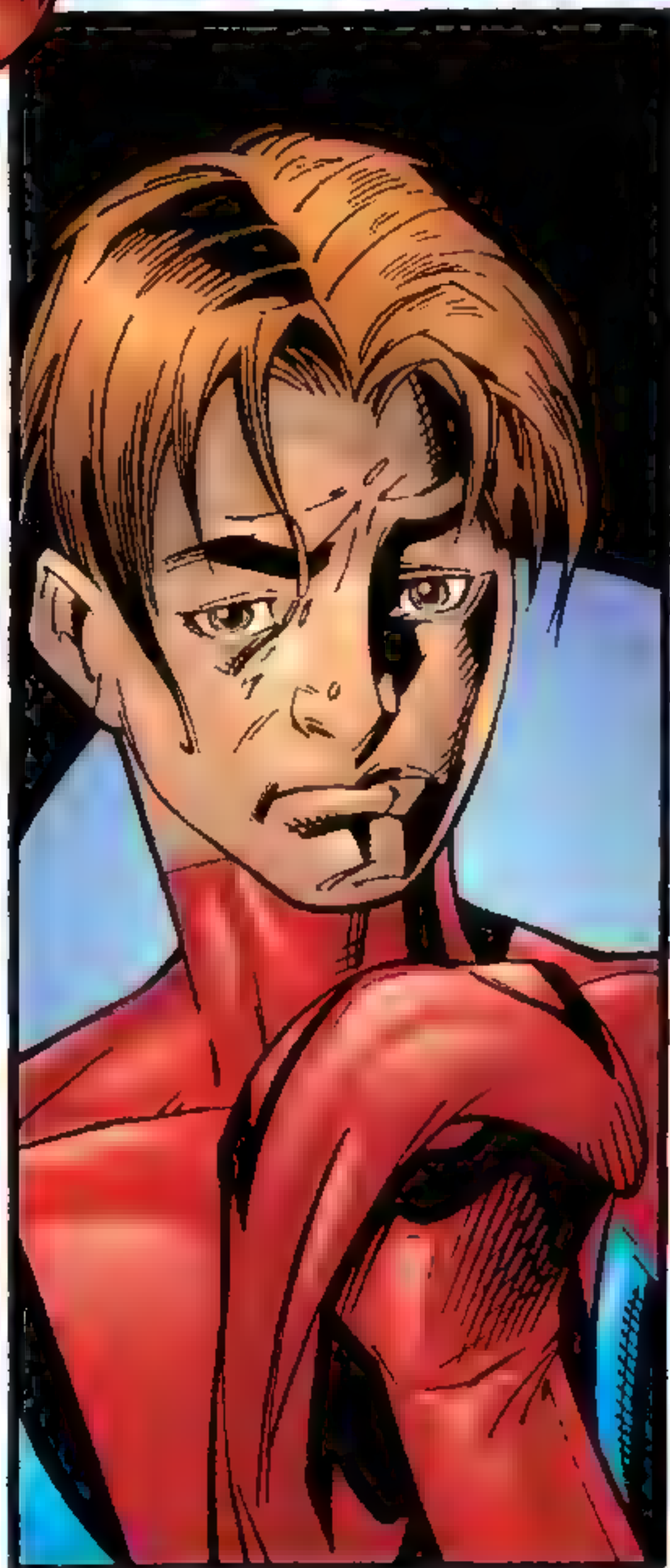
...WELL, HE
BELIEVED THAT
IT WAS YOUR
RESPONSIBILITY
TO DO THOSE
THINGS.



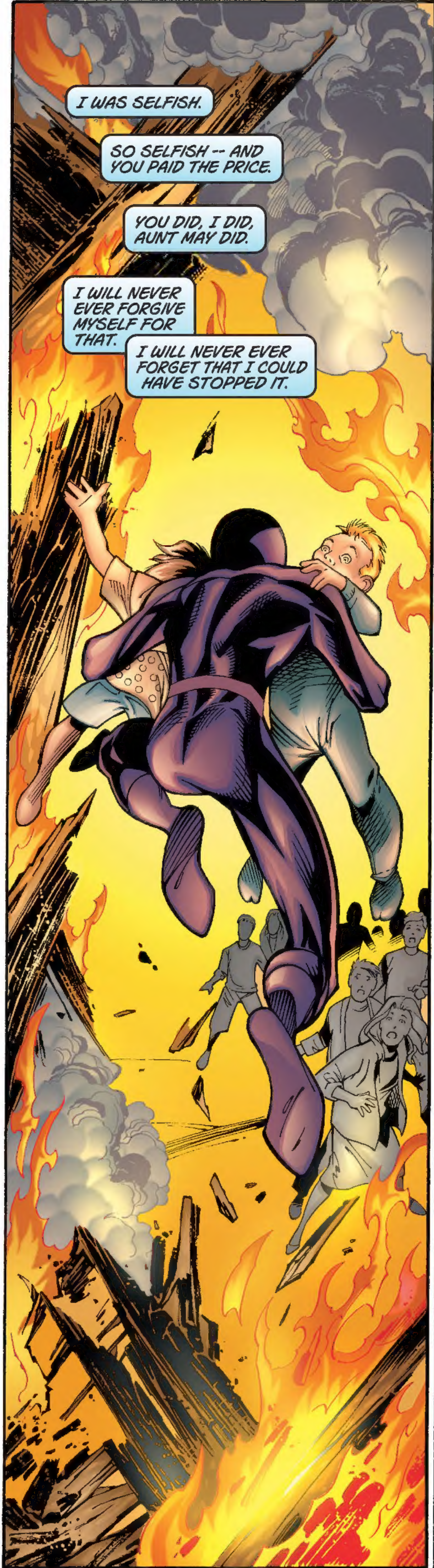
WHY
DIDN'T YOU
STOP HIM?
NOT MY
JOB.



GREAT THINGS
ARE GOING TO HAPPEN
TO YOU IN YOUR LIFE,
PETER.
GREAT THINGS.
AND WITH
THAT WILL COME GREAT
RESPONSIBILITY.
DO YOU
UNDERSTAND?



I DO
NOW.



I WAS SELFISH.

SO SELFISH -- AND YOU PAID THE PRICE.

YOU DID, I DID, AUNT MAY DID.

I WILL NEVER EVER FORGIVE MYSELF FOR THAT.

I WILL NEVER EVER FORGET THAT I COULD HAVE STOPPED IT.



IT'S ALL SO CLEAR NOW, UNCLE BEN.

IT'S LIKE I'VE BEEN WEARING A BLINDFOLD AND EARMUFFS ALL MY LIFE -- AND SOMEONE JUST RIPPED THEM OFF ME.

I SEE THE WORLD CLEARLY NOW --

-- AND I SEE WHAT MY PLACE IS IN IT.



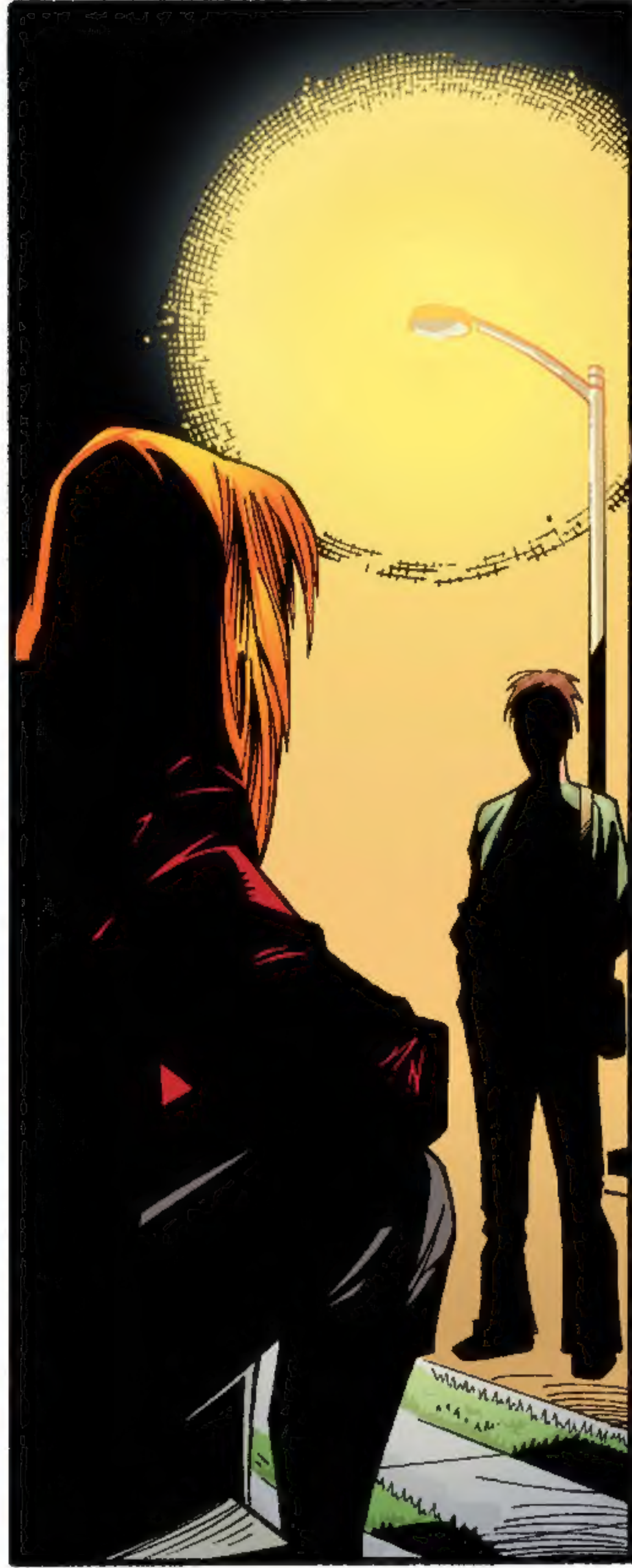
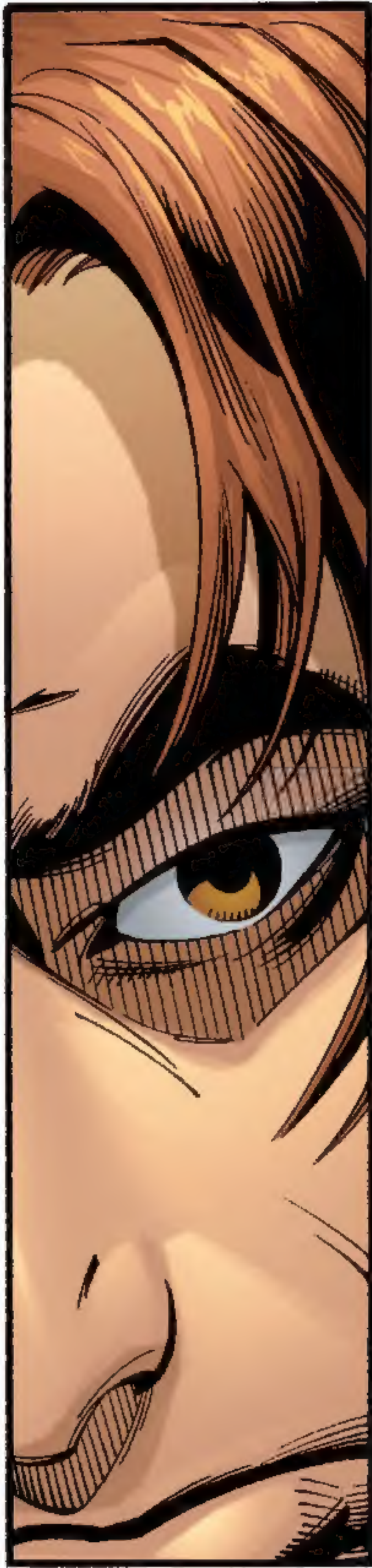
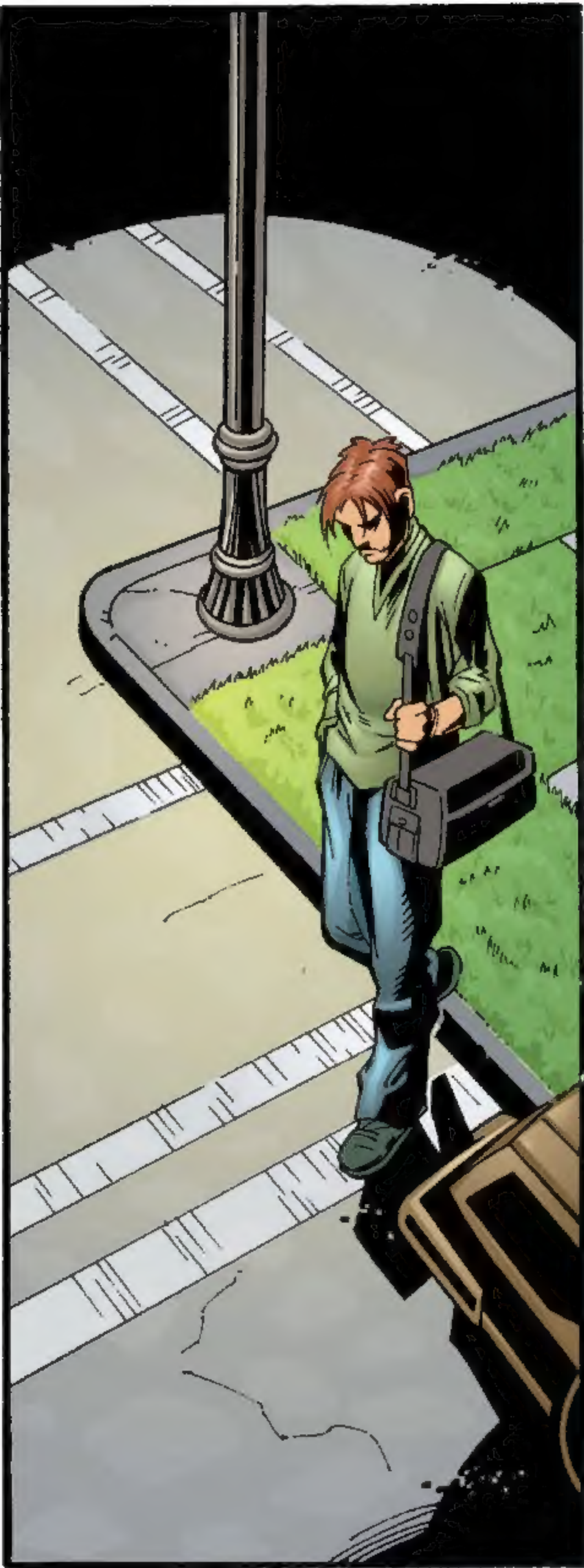
YOU WERE RIGHT -- WITH POWER COMES RESPONSIBILITY. ABSOLUTELY.

FOR SOME REASON I'VE BEEN GIVEN GREAT POWER.

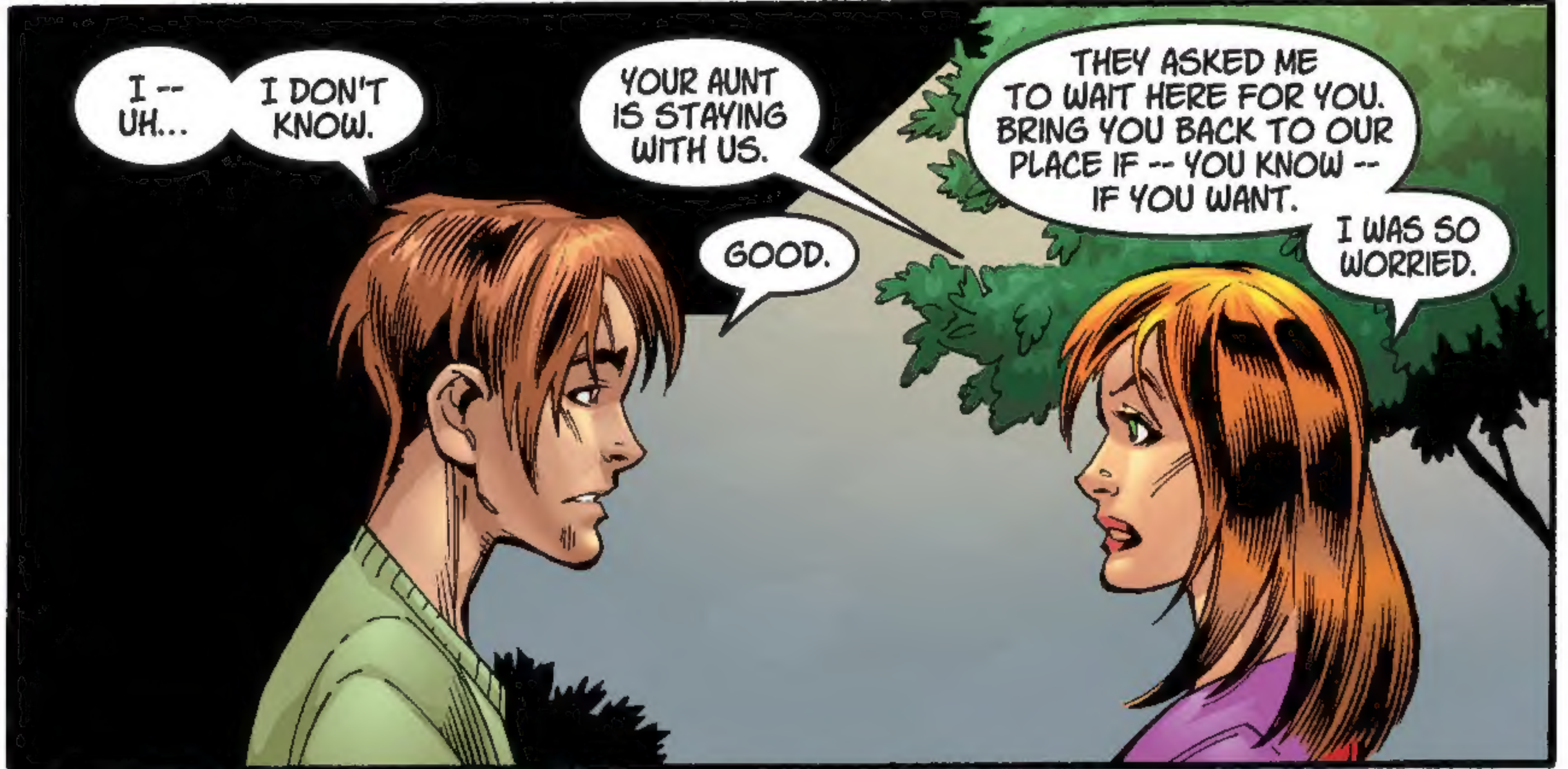
AND WITH GREAT POWER THEN MUST COME GREAT RESPONSIBILITY.



I WILL NEVER LET YOU DOWN AGAIN, UNCLE BEN.



HOW YOU
DOING?



I --
UH...

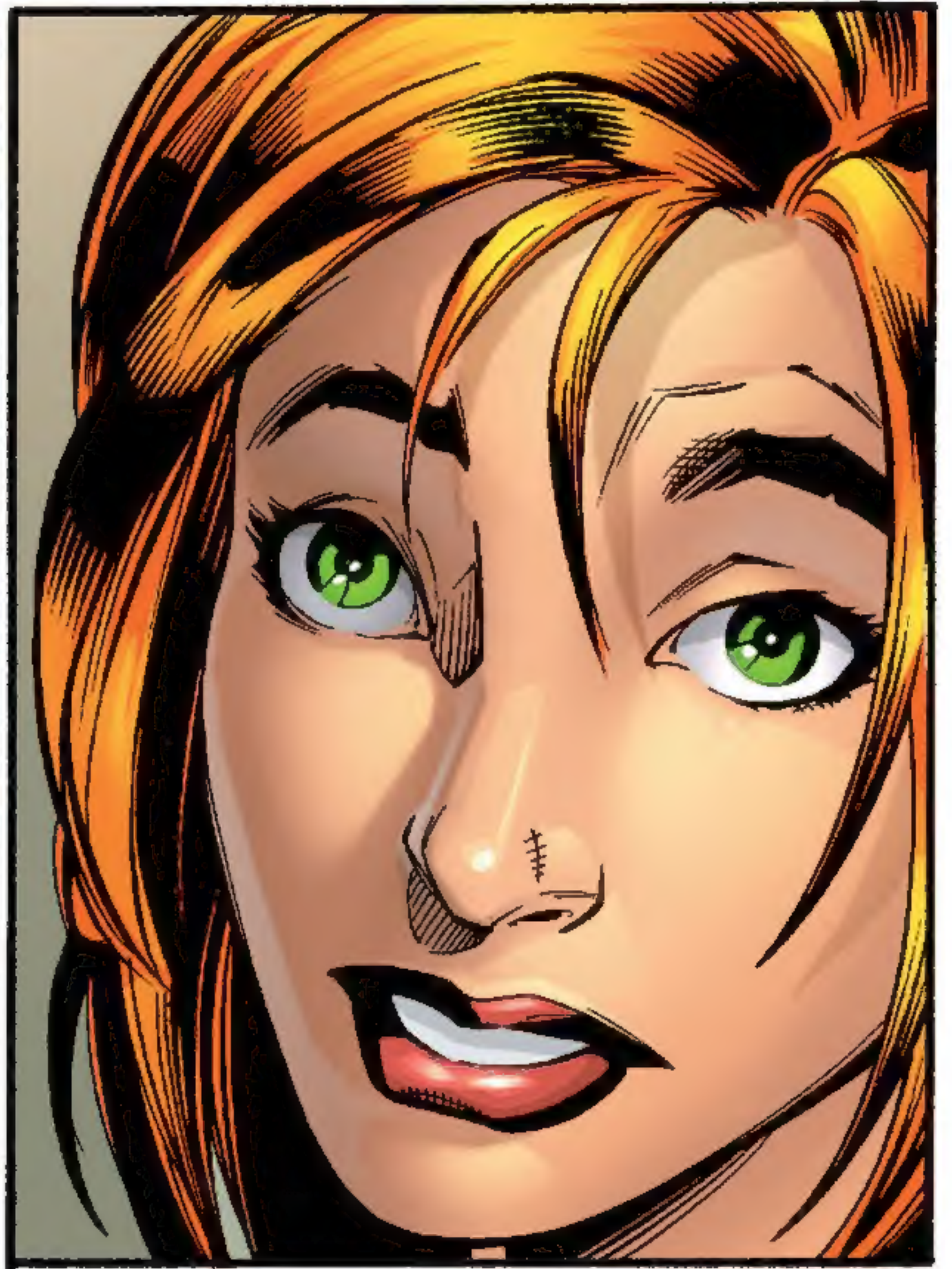
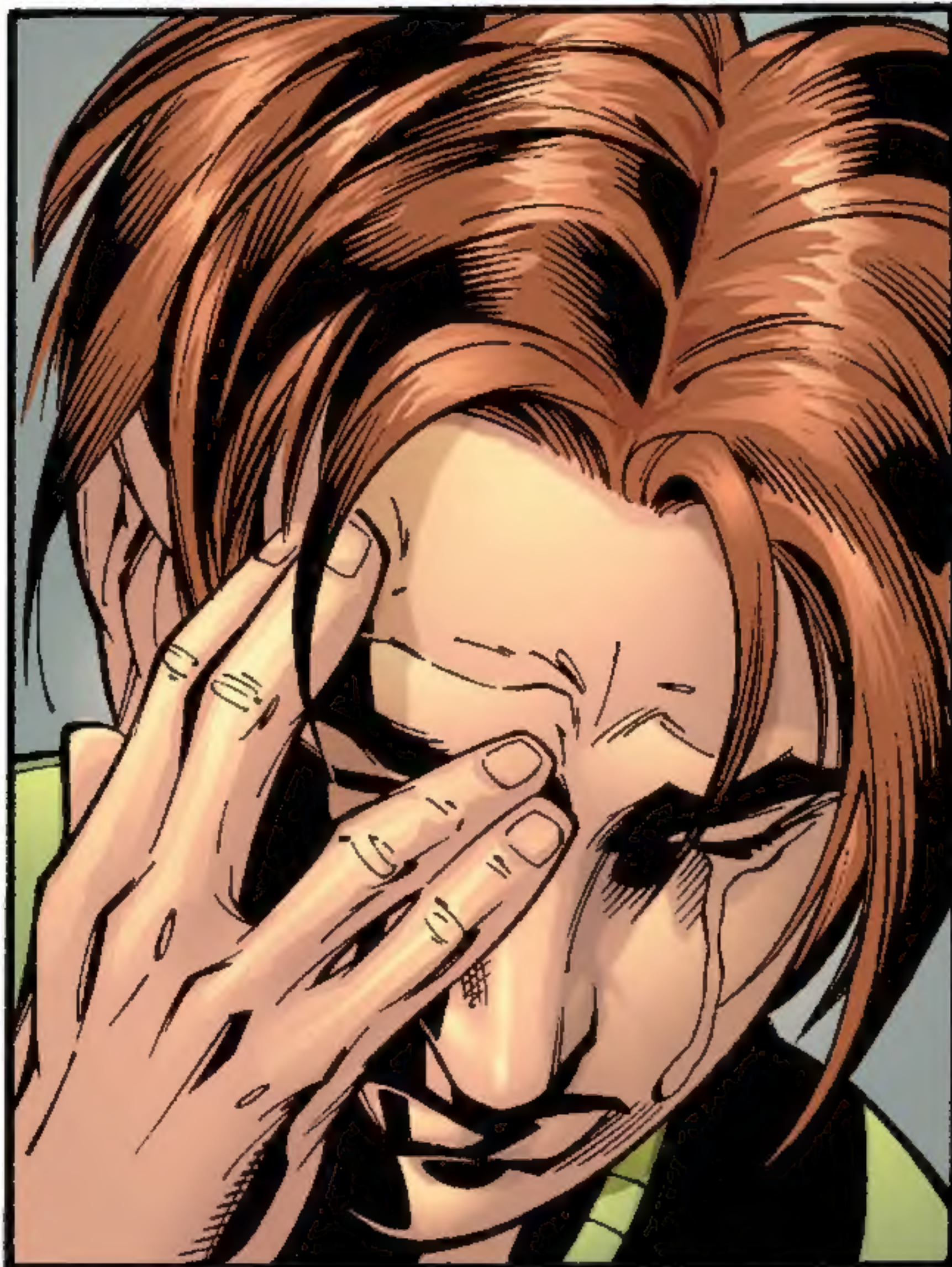
I DON'T
KNOW.

YOUR AUNT
IS STAYING
WITH US.

GOOD.

THEY ASKED ME
TO WAIT HERE FOR YOU.
BRING YOU BACK TO OUR
PLACE IF -- YOU KNOW --
IF YOU WANT.

I WAS SO
WORRIED.







SON OF ULTRAMAN